**BRIDGES C ROY** 

Form 4

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December 30, 2009

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRIDGES C ROY** Issuer Symbol BROWN & BROWN INC [BRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ \_\_ Other (specify 3101 W MARTIN LUTHER KING 12/28/2009 below) below) JR BLVD, STE 400 Regional Executive VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting TAMPA, FL 33607 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired (A) 5. Amount of 2. Transaction Date 2A. Deemed 7. Nature of

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Omr Dispos (Instr. 3, 4)	` ′	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.10 par value	12/28/2009		S	30,000	\$ 18.172	42,710 <u>(1)</u>	D	
Common Stock, \$.10 par value						256,378 (2)	D	
Common Stock, \$.10 par						810	I	Spouse (3)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. 6		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities	
Security	or Exercise	any		Code of		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired	Acquired			
					(A) or	A) or			
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock									
Options (4)	\$ 15.78					03/23/2013	03/24/2013	Common Stock	126,016
Stock								Common	130,000
Options (4)	\$ 18.48					11/26/2017	02/26/2018	Stock	(5)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRIDGES C ROY 3101 W MARTIN LUTHER KING JR BLVD STE 400 TAMPA, FL 33607

Regional Executive VP

## **Signatures**

JENNIFER A HAYES FOR C ROY BRIDGES PER POWER OF ATTORNEY

12/30/2009

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) A total of 1,547 of these shares were acquired through the Company's Employee Stock Purchase Plan in August 2009. Number of shares may reflect reinvested dividends.

Reporting Owners 2

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- These securities were granted pursuant to the Company's Performance Stock Plan. Based on the satisfaction of conditions established (2) pursuant to the Plan, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- (3) Reporting Person disclaims beneficial ownership in shares owned by Spouse of Reporting Person.
- (4) Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Options Plan (the "Plan").
- (5) These options vest and become exercisable on 11/26/17 unless accelerated based on satisfaction of conditions established pursuant to the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.